0100639041



The Greenbrier Companies

One Centerpointe Drive Suite 200 Lake Oswego Oregon 97035 503 584 7000 Fax 503 684 7553

May 24, 1995

19443

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 15, 1993, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor:

Greenbrier Railcar, Inc.

One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035

Lessee:

Harris Chemical North America, Inc.

8300 College Blvd.

Overland Park, KS 66210

A description of the railroad equipment covered by the enclosed document is:

Thirty-five (35) 60-foot, 100-ton RBL boxcars marked and numbered HCGX 1400 through HCGX 1434, inclusive leased under Schedule No. 1.

Four (4) 60-foot, 100-ton RBL boxcars marked and numbered DGHX 1160 through DGHX 1164, inclusive (projected to be remarked to HGGX 1160 through HCGX 1163, inclusive) leased under Schedule No. 2.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Vernon A. Williams May 24, 1995 Page 2

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 22, 1994 between Greenbrier Railcar, Inc., Lessor, and Harris Chernical North America, Inc., Lessee, covering thirty-five (35) 60-foot, 100-ton RBL boxcars marked and numbered HCGX 1400 through HCGX 1434, inclusive leased under Schedule No. 1 and four (4) 60-foot, 100-ton RBL boxcars marked and numbered DGHX 1160 through DGHX 1164, inclusive (projected to be remarked to HCGX 1160 through HCGX 1163, inclusive) leased under Schedule No. 2.

Sincerely,

Janet E. Hudson

Administrative Assistant - Legal

Janet E Hudsen

jeh

Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission Washington, B.C. 20423-0001

5/30/95

Janet M. Hudson Administrative Assistant The Greenbrier Companies One Centerpointe Drive, Ste. 200 Lake Oswego Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/30/95 at 8:402M, and assigned recordation number(s). 19443.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100639041)

\$21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

HARRIS CHEMICAL NORTH AMERICA, INC. ("LESSEE")

APRIL 22, 1994

Memorandum of a Lease Agreement made and entered into as of April 22, 1994 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Harris Chemical North America, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor under Schedule No. 1 thirty-five (35) 60-foot, 100-ton RBL boxcars bearing marks and numbers as follows:

HCGX 1400 through HCGX 1434, inclusive.

2. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor under Schedule No. 2 four (4) 60-foot, 100-ton RBL boxcars bearing marks and numbers as follows:

DGHX 1160 through DGHX 1164, inclusive (projected to be remarked to HCGX 1160 through HCGX 1163).

3. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

By: Noris M. Webb	HARBIS CHEMICAL NORTH AMERICA, INC. By: The Control of the Contro
Title: Vee Resident	Title: Vice Chairman
STATE OF OREGON	
STATE OF OREGON) ss.
COUNTY OF CLACKAMAS)
personally known, who being by meduly	, 1995, before me personally appeared Norriss M. Webb, to me y sworn, says that he is the Vice President of Greenbrier Railcar, Inc. on behalf of said corporation, and he acknowledged that the execution of deed
Sant C	E. Hudson
MOTARY PUI	BLIC
My commission expires: $5/28/98$	

OFFICIAL SEAL

JANET E. HUDSON

NOTARY PUBLIC - OREGON

COMMISSION NO.032937

MY COMMISSION EXPIRES MAY 28, 1998

STATE OF New York)	
STATE OF New York)) ss. COUNTY OF New York)	
On this 10th day of Way, 1995, before me personally appeared Anthony T. Retrocally to me personally known, who being by me duly sworn, says that he is the Vice Chairman of Harris Chemical North America, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.	
NOTARY PUBLIC	

My commission expires:

Jel. 22, 1996

WP\L\94\L0422412.HC

VICTORIA A. SIMPKINS
Notary Public, State of New York
No. 01SI5024059
Qualified in New York County
Commission Expires Feb. 22, 19 44